

**ATTACHMENT D**

**St. Andrews, L.L.C.'s Articles of Organization**

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Amended and Restated Articles of Organization of  
ST. ANDREWS TELECOMMUNICATIONS, L.L.C.

Originally organized as CARDSERVICE MID AMERICA, L.L.C., filed on February 20, 1996. These Amended and Restated Articles of Organization are duly executed and filed in compliance with the provisions of KSA 17-7635.

ARTICLE I  
Name

The name of the Limited Liability Company shall be ST. ANDREWS TELECOMMUNICATIONS, L.L.C. ("Company").

ARTICLE II  
Duration

The duration of St. Andrews Telecommunications, L.L.C., shall be perpetual or until dissolved by operation of statute or the organizational documents.

ARTICLE III  
Purpose

The Company is organized to engage in and do any lawful act concerning any and all lawful business, other than banking or insurance, for which Limited Liability Company might be organized. The Company will loan certain properties for investment in accordance with the provisions of these articles.

ARTICLE IV  
Registered Office and Resident Agent

The address of the Company's registered office in Kansas is c/o 1611 St. Andrews Drive, Suite D, Lawrence, Kansas 66047. The name and address of the registered agent of the foregoing registered office in Kansas is: August John LaRocca

ARTICLE V  
Cash and Property Value

The total amount of cash and description and agreed value of property other than cash contributed is: as set forth in the minutes of the Company.

FILED  
SECRETARY OF STATE  
KANSAS

ARTICLE VI  
Additional Contributions

The total additional contributions, if any, agreed to be made by all members and the times at which or events upon the happening of which they shall be made: Additional contributions shall be made at such times and in such amounts as may be agreed by the Company and/or the members as provided in the Operating Agreement of the Company.

ARTICLE VII  
Additional Members

The right, if given, of the members to admit additional members, and the terms and conditions of the admission: Additional members may be admitted at such times and on such terms and conditions as members whose contributions to the Company in the aggregate comprise at least fifty-one percent (51%) of total contributions to the Company may agree and as provided in the Operating Agreement of the Company.

ARTICLE VIII  
Right to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, expulsion, bankruptcy, or dissolution of a member or occurrence of any other event which terminates the continued membership of a member in the limited liability company: The remaining members of the Company may continue the business upon the termination of membership of a member in the Company upon fifty-one percent (51%) agreement and as provided in the Operating Agreement of the Company.

ARTICLE IX  
Management

The Company is to be managed by a Board of Managers and the names and addresses of the Managers who are to serve as Managers until the first annual meeting of members or until their successors are elected and qualified are as follows:

Sally J. Hershberger      2214 Greenbrier Drive, Lawrence, Kansas 66047

August John LaRocca      3300 Riverview Road, Lawrence, Kansas 66049

ARTICLE X  
Other Provisions

Any other provision for the regulation of the internal affairs of the limited liability company:

1. The Company shall indemnify an individual made a party to a proceeding because he is or was a manager, officer, employee or agent of the Company against liability incurred in the proceeding if:
  - a) He conducted himself in good faith, and
  - b) He reasonably believed that his conduct was in or at least not opposed to the Company's best interest; and
2. The Company shall pay for or reimburse the reasonable expenses incurred by a manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding if:
  - a) The individual furnishes the Company a written affirmation of his good faith belief that he has met the standard of conduct described herein;
  - b) A determination is made that the facts then known to those making the determination would not preclude indemnification under the law.
3. The indemnification and advance of expenses authorized herein shall not be exclusive to any other rights to which any manager, officer, employee or agent may be entitled under any By-Law, agreement, vote of members or disinterested managers or otherwise. The Articles of Organization shall not be interpreted to limit in any manner the indemnification or right to advancement for expenses of an individual who would otherwise be entitled thereto. These Articles of Organization shall be interpreted as mandating indemnification and advancement of expenses to the extent permitted by law.
4. The principal place of business of the Company shall be at 1611 St. Andrews Drive, Suite D, Lawrence, Kansas 66047, or at such other place as the members from time to time may agree.
5. Any member owning fifty-one percent (51%) or more of the interest in the Company shall have the right to, in concert with the Board of Managers, select investments for the Company and make decisions concerning the purchase, management and sale of such investments.
6. The Company may pursuant to its Operating Agreement, authorize one or more officers.

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IN WITNESS WHEREOF, the undersigned, being all of the members of the  
Company hereby execute these Amended and Restated Articles of Organization as of  
the 10 day of June, 1999.

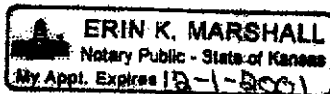
ST. ANDREWS TELECOMMUNICATIONS, L.L.C.

  
August John LaRocca

STATE OF KANSAS )  
COUNTY OF DOUGLAS )

ss:

The foregoing instrument was acknowledges before me on this 10<sup>th</sup> day of June,  
1999, by August John LaRocca, Manager of St. Andrews Telecommunications, L.L.C.,  
for and behalf of such limited liability company.



  
Notary Public

My appointment expires:

233-485-2  
290-227-8 (S)

**SAT CORPORATION, INC.****CERTIFICATE OF MERGER**

(Merging St. Andrews Telecommunications, L.L.C. into SAT Corporation, Inc.)

1. The constituent entities to the Merger are SAT Corporation, Inc., a Kansas Corporation and St. Andrews Telecommunications, L.L.C., a Kansas Limited Liability Company.
2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities on August 1, 2000 in accordance with the requirements of Kansas law, including the specific requirements of K.S.A. 17-7703 and the respective Articles of Incorporation and Bylaws of SAT Corporation, Inc. and the Operating Agreement of St. Andrews Telecommunications, L.L.C.
3. The effective date of the Merger shall be the date upon which this Certificate of Merger is filed in the Office of the Kansas Secretary of State.
4. The surviving entity of the Merger shall be SAT Corporation, Inc.
5. The name and address of the registered agent and registered office for SAT Corporation, Inc. in Kansas is John E. Larson, 7225 Renner Road, Suite 200, Shawnee, KS 66217.
6. The Articles of Incorporation and Bylaws of SAT Corporation, Inc. shall be the Articles of Incorporation and Bylaws of the surviving entity.
7. The executed Agreement of Merger is on file at the principal place of business of SAT Corporation, Inc., 1915 W. 24<sup>th</sup> Street, Lawrence, Kansas 66046.
8. A copy of the Agreement of Merger will be furnished by SAT Corporation, Inc., on request and without cost to any Stockholder or Member of either constituent entity.

We, the authorized representatives of the constituent entities, August John LaRocca, Operating Manager of St. Andrews Telecommunications, L.L.C. and Allen Fender, President and Stephanie Poppe, Secretary of SAT Corporation, Inc. declare under penalty of perjury that the above and foregoing Certificate of Merger is true and correct.

**ST. ANDREWS TELECOMMUNICATIONS, L.L.C.,  
a Kansas Limited Liability Company**

Date: August 1, 2000

  
AUGUST JOHN LA ROCCA, Operating Manager

SAT CORPORATION, INC., a Kansas Corporation

Dated: August 1, 2000

  
ALLEN FENDER, President

Dated: August 1, 2000

  
STEPHANIE POPPE, Secretary

I hereby certify this to be a true and  
correct copy of the original on file.  
Certified on this date: 03-19-01  
Ron Thornburgh, Secretary of State